

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|--|---|--|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., et al.,¹ |) | Case No. 01-1139 (JKF) |
| |) | Jointly Administered |
| |) | |
| Debtors. |) | Objection Date: March 14, 2011 at 4:00 p.m. |
| |) | Hearing Date: March 28, 2011 at 9:00 a.m. |
| |) | |

**QUARTERLY APPLICATION OF
BMC GROUP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS
CLAIMS RECONCILIATION AND SOLICITATION CONSULTANT
TO THE DEBTORS FOR THE THIRTY-EIGHTH QUARTERLY
INTERIM PERIOD (JULY 1, 2010 THROUGH SEPTEMBER 30, 2010)**

| | |
|--|---|
| Name of Applicant: | BMC Group ("BMC") |
| Authorized to Provide Professional Services to: | The above-captioned debtors and debtors in possession |
| Date of Retention: | Retention Order entered May 8, 2002; effective as of April 4, 2002 |
| Period for which Compensation and Reimbursement is Sought: | July 1, 2010 through September 30, 2010 |
| Amount of Compensation Sought as Actual*, Reasonable and Necessary: | \$ 59,775.00 |
| Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: | \$ 7,105.69 |

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food =N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is a: ☐ Monthly Application ☒ Quarterly Application ☐ Final Application

The total time expended for preparation of this fee application is approximately 25.0 hours and the corresponding compensation requested is approximately \$5,250.00²

This Quarterly Application filed by BMC is for the 38th Quarterly Interim Period.

PRIOR APPLICATIONS

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|----------------------|----------------|--------------------|---------------|-------------------|
| 3/4/2003 | N/A | 4/4/2002-4/30/2002 | \$18,913.50 | \$1,420.00 | \$15,130.80 | \$1,420.00 |
| 3/4/2003 | N/A | 5/1/2002-5/31/2002 | \$46,559.00 | \$2,781.83 | \$37,247.20 | \$2,781.83 |
| 3/4/2003 | N/A | 6/1/2002-6/30/2002 | \$42,162.00 | \$3,538.24 | \$33,729.60 | \$3,538.24 |
| 3/4/2003 | N/A | 5th Quarterly 2002 | \$107,634.50 | \$7,740.07 | \$86,107.60 | \$7,740.07 |
| 3/4/2003 | N/A | 7/1/2002-7/31/2002 | \$48,181.75 | \$10,701.48 | \$38,545.40 | \$10,701.48 |
| 3/4/2003 | N/A | 8/1/2002-8/31/2002 | \$48,729.50 | \$1,891.32 | \$38,983.60 | \$1,891.32 |
| 3/4/2003 | N/A | 9/1/2002-9/30/2002 | \$55,850.00 | \$2,743.43 | \$44,680.00 | \$2,743.43 |
| 3/4/2003 | N/A | 6th Quarterly 2002 | \$152,761.25 | \$15,336.23 | \$122,209.00 | \$15,336.23 |
| 3/4/2003 | N/A | 10/1/2002-10/31/2002 | \$95,621.50 | \$3,384.85 | \$76,497.20 | \$3,384.85 |
| 3/4/2003 | N/A | 11/1/2002-11/30/2002 | \$49,215.25 | \$2,658.68 | \$39,372.20 | \$2,658.68 |
| 3/4/2003 | N/A | 12/1/2002-12/31/2002 | \$46,683.00 | \$850.00 | \$37,346.40 | \$850.00 |
| 3/4/2003 | N/A | 7th Quarterly 2002 | \$191,519.75 | \$6,893.53 | \$153,215.80 | \$6,893.53 |
| 5/15/2003 | 10 | 1/1/2003-1/31/2003 | \$74,318.00 | \$1,229.90 | \$59,454.40 | \$1,229.90 |
| 5/15/2003 | 11 | 2/1/2003-2/28/2003 | \$82,610.00 | \$4,837.69 | \$66,088.00 | \$4,837.69 |
| 5/15/2003 | 12 | 3/1/2003-3/31/2003 | \$72,572.25 | \$3,860.72 | \$58,057.80 | \$3,860.72 |
| 5/15/2003 | 8 Q | 8th Quarterly 2003 | \$229,500.25 | \$9,928.31 | \$183,600.20 | \$9,928.31 |
| 9/23/2003 | 13 | 4/1/2003-4/30/2003 | \$117,598.00 | \$2,132.50 | \$94,078.40 | \$2,132.50 |
| 9/23/2003 | 14 | 5/1/2003-5/31/2003 | \$140,988.00 | \$4,689.22 | \$112,790.40 | \$4,689.22 |
| 9/23/2003 | 15 | 6/1/2003-6/30/2003 | \$95,449.00 | \$8,234.67 | \$76,359.20 | \$8,234.67 |
| 9/23/2003 | 9 Q | 9th Quarterly 2003 | \$354,035.00 | \$15,480.10 | \$283,228.00 | \$15,480.10 |
| 2/18/2004 | 16 | 7/1/2003-7/31/2003 | \$90,293.50 | \$9,851.36 | \$90,293.50 | \$9,851.36 |
| 2/18/2004 | 17 | 8/1/2003-8/31/2003 | \$88,262.50 | \$2,515.87 | \$88,262.50 | \$2,515.87 |
| 2/18/2004 | 18 | 9/1/2003-9/30/2003 | \$82,370.00 | \$16,341.34 | \$82,370.00 | \$16,341.34 |
| 2/25/2004 | 10 Q | 10th Quarterly 2003 | \$260,926.00 | \$28,708.57 | \$260,926.00 | \$28,708.57 |
| 4/13/2004 | 19 | 10/1/2003-10/31/2003 | \$86,187.00 | \$1,861.76 | \$86,187.00 | \$1,861.76 |
| 4/13/2004 | 20 | 11/1/2003-11/30/2003 | \$69,321.00 | \$1,330.52 | \$69,321.00 | \$1,330.52 |
| 4/13/2004 | 21 | 12/1/2003-12/31/2003 | \$62,679.00 | \$2,627.14 | \$62,679.00 | \$2,627.14 |
| 4/13/2004 | 11 Q | 11th Quarterly 2003 | \$218,187.00 | \$5,819.42 | \$218,187.00 | \$2,528.88 |
| 6/18/2004 | 22 | 1/1/2004-1/31/2004 | \$84,944.50 | \$1,327.94 | \$84,944.50 | \$1,327.94 |
| 6/18/2004 | 23 | 2/1/2004-2/29/2004 | \$42,147.00 | \$1,623.86 | \$42,147.00 | \$1,623.86 |
| 6/18/2004 | 24 | 3/1/2004-3/31/2004 | \$89,579.50 | \$1,403.99 | \$89,579.50 | \$1,403.99 |
| 6/18/2004 | 12 Q | 12th Quarterly 2004 | \$216,671.00 | \$4,355.79 | \$216,671.00 | \$4,355.79 |
| 11/3/2004 | 25 | 4/1/2004-4/30/2004 | \$76,264.50 | \$2,134.18 | \$76,264.50 | \$2,134.18 |
| 11/3/2004 | 26 | 5/1/2004-5/31/2004 | \$63,313.50 | \$2,330.43 | \$63,313.50 | \$2,330.43 |
| 11/3/2004 | 27 | 6/1/2004-6/30/2004 | \$58,641.50 | \$2,795.01 | \$58,641.50 | \$2,795.01 |
| 11/3/2004 | 13 Q | 13th Quarterly 2004 | \$198,219.50 | \$7,259.62 | \$198,219.50 | \$7,259.62 |

² The actual number of hours expended in preparing this fee application and the corresponding compensation requested will be set forth in BMC's subsequent fee applications.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|-------------------|----------------|---------------------------------|-----------------------|---------------------------|----------------------|--------------------------|
| 2/7/2005 | 28 | 7/1/2004 – 7/31/2004 | \$45,396.00 | \$2,558.91 | \$45,396.00 | \$2,558.91 |
| 2/7/2005 | 29 | 8/1/2004 – 8/31/2004 | \$60,094.50 | \$1,375.09 | \$60,094.50 | \$1,375.09 |
| 2/7/2005 | 30 | 9/1/2004 – 9/30/2004 | \$75,755.50 | \$1,251.65 | \$75,755.50 | \$1,251.65 |
| 2/7/2005 | 14Q | 14 th Quarterly 2004 | \$181,246.00 | \$5,185.65 | \$181,246.00 | \$5,185.65 |
| 4/8/2005 | 31 | 10/1/2004 – 10/31/2004 | \$59,922.00 | \$2,144.86 | \$59,922.00 | \$2,144.86 |
| 4/8/2005 | 32 | 11/1/2004 – 11/30/2004 | \$65,745.50 | \$28,337.71 | \$65,745.50 | \$28,337.71 |
| 4/8/2005 | 33 | 12/1/2004 – 12/31/2004 | \$62,692.00 | \$8,918.87 | \$62,692.00 | \$8,918.87 |
| 4/8/2005 | 15Q | 15 th Quarterly 2004 | \$188,359.50 | \$39,401.44 | \$188,359.50 | \$39,401.44 |
| 8/11/2005 | 34 | 1/1/2005 – 1/31/2005 | \$67,384.00 | \$2,530.41 | \$67,384.00 | \$2,530.41 |
| 8/11/2005 | 35 | 2/1/2005 – 2/28/2005 | \$56,206.00 | \$2,869.31 | \$56,206.00 | \$2,869.31 |
| 8/11/2005 | 36 | 3/1/2005 – 3/31/2005 | \$64,836.00 | \$1,666.16 | \$64,836.00 | \$1,666.16 |
| 8/11/2005 | 16Q | 16 th Quarterly 2005 | \$188,426.00 | \$7,065.88 | \$188,426.00 | \$7,065.88 |
| 10/31/2005 | 37 | 4/1/2005 – 4/30/2005 | \$88,685.50 | \$2,391.33 | \$88,685.50 | \$2,391.33 |
| 10/31/2005 | 38 | 5/1/2005 – 5/31/2005 | \$158,852.00 | \$4,552.49 | \$158,852.00 | \$4,552.49 |
| 10/31/2005 | 39 | 6/1/2005 – 6/30/2005 | \$232,914.00 | \$13,912.17 | \$232,914.00 | \$13,912.17 |
| 10/31/2005 | 17Q | 17 th Quarterly 2005 | \$480,451.50 | \$20,855.99 | \$480,451.50 | \$20,855.99 |
| 1/31/2006 | 40 | 7/1/2005 – 7/31/2005 | \$468,997.75 | \$17,359.91 | \$468,997.75 | \$17,359.91 |
| 1/31/2006 | 41 | 8/1/2005 – 8/31/2005 | \$684,403.00 | \$43,446.98 | \$684,403.00 | \$43,446.98 |
| 1/31/2006 | 42 | 9/1/2005 – 9/30/2005 | \$334,412.00 | \$34,731.14 | \$334,412.00 | \$34,731.14 |
| 2/1/2006 | 18Q | 18 th Quarterly 2005 | \$1,487,812.75 | \$95,538.03 | \$1,487,812.75 | \$95,538.03 |
| 4/20/2006 | 43 | 10/1/2005 – 10/31/2005 | \$126,175.50 | \$2,460.85 | \$126,175.50 | \$2,460.85 |
| 4/20/2006 | 44 | 11/1/2005 – 11/30/2005 | \$136,980.50 | \$2,010.10 | \$136,980.50 | \$2,010.10 |
| 4/20/2006 | 45 | 12/1/2005 – 12/31/2005 | \$54,700.50 | \$4,310.19 | \$54,700.50 | \$4,310.19 |
| 4/20/2006 | 19Q | 19 th Quarterly 2005 | \$301,963.67* | \$8,781.14 | \$301,963.67* | \$8,781.14 |
| 4/28/2006 | 46 | 1/1/2006 – 1/31/2006 | \$52,998.50 | \$2,322.75 | \$52,998.50 | \$2,322.75 |
| 7/17/2006 | 47 | 2/1/2006 – 2/28/2006 | \$64,309.50 | \$1,438.85 | \$64,309.50 | \$1,438.85 |
| 8/25/2006 | 48 | 3/1/2006 – 3/31/2006 | \$69,538.75 | \$2,732.97 | \$69,538.75 | \$2,732.97 |
| 8/25/2006 | 20Q | 20 th Quarterly 2006 | \$177,504.41* | \$6,494.57 | \$177,504.41* | \$6,494.57 |
| 11/21/2006 | 49 | 4/1/2006 – 4/30/2006 | \$64,523.00 | \$1,918.17 | \$64,523.00 | \$1,918.17 |
| 11/22/2006 | 50 | 5/1/2006 – 5/31/2006 | \$83,530.00 | \$2,413.38 | \$83,530.00 | \$2,413.38 |
| 11/22/2006 | 51 | 6/1/2006 – 6/30/2006 | \$42,762.00 | \$5,634.14 | \$42,762.00 | \$5,634.14 |
| 11/22/2006 | 21Q | 21 st Quarterly 2006 | \$181,274.25* | \$9,965.65 | \$181,274.25* | \$9,965.65 |
| 12/11/2006 | 52 | 7/1/2006 – 7/31/2006 | \$35,134.50 | \$41,219.71 | \$35,134.50 | \$41,219.71 |
| 12/21/2006 | 53 | 8/1/2006 – 8/31/2006 | \$76,583.00 | \$4,757.53 | \$76,583.00 | \$4,757.53 |
| 12/27/2006 | 54 | 9/1/2006 – 9/30/2006 | \$71,515.00 | \$24,065.05 | \$71,515.00 | \$24,065.05 |
| 12/27/2006 | 22Q | 22 nd Quarterly 2006 | \$174,070.88* | \$70,042.29 | \$174,070.88* | \$70,042.29 |
| 5/17/2007 | 55 | 10/1/2006 – 10/31/2006 | \$103,882.50 | \$72,054.63 | \$103,882.50 | \$72,054.63 |
| 5/21/2007 | 56 | 11/1/2006 – 11/30/2006 | \$74,836.00 | \$18,644.41 | \$74,836.00 | \$18,644.41 |
| 5/22/2007 | 57 | 12/1/2006 – 12/31/2006 | \$66,253.50 | \$24,335.71 | \$66,253.50 | \$24,335.71 |
| 5/22/2007 | 23Q | 23 rd Quarterly 2006 | \$232,723.40* | \$115,034.75 | \$232,723.40* | \$115,034.75 |
| 8/24/2007 | 58 | 1/1/2007 – 1/31/2007 | \$89,031.50 | \$13,162.75 | \$89,031.50 | \$13,162.75 |
| 8/24/2007 | 59 | 2/1/2007 – 2/28/2007 | \$136,258.25 | \$16,098.69 | \$136,258.25 | \$16,098.69 |
| 8/24/2007 | 60 | 3/1/2007 – 3/31/2007 | \$80,692.00 | \$1,746.97 | \$80,692.00 | \$1,746.97 |
| 8/24/2007 | 24Q | 24 th Quarterly 2007 | \$290,682.66* | \$31,008.41 | \$290,682.66* | \$31,008.41 |

* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|-------------------|----------------|---------------------------------|-----------------------|---------------------------|----------------------|--------------------------|
| 11/9/2007 | 61 | 4/1/2007 – 4/30/2007 | \$49,298.00 | \$1,989.73 | \$49,298.00 | \$1,989.73 |
| 11/9/2007 | 62 | 5/1/2007 – 5/31/2007 | \$135,172.00 | \$2,067.20 | \$135,172.00 | \$2,067.20 |
| 11/9/2007 | 63 | 6/1/2007 – 6/30/2007 | \$58,687.50 | \$3,094.14 | \$58,687.50 | \$3,094.14 |
| 11/9/2007 | 25Q | 25 th Quarterly 2007 | \$234,642.73* | \$7,151.07 | \$234,642.73* | \$7,151.07 |
| 12/5/2007 | 64 | 7/1/2007 – 7/31/2007 | \$48,858.00 | \$2,166.14 | \$48,858.00 | \$2,166.14 |
| 12/7/2007 | 65 | 8/1/2007 – 8/31/2007 | \$66,679.00 | \$2,412.77 | \$66,679.00 | \$2,412.77 |
| 12/7/2007 | 66 | 9/1/2007 – 9/30/2007 | \$43,504.00 | \$3,307.71 | \$43,504.00 | \$3,307.71 |
| 12/11/2007 | 26Q | 26 th Quarterly 2007 | \$159,041.00 | \$7,886.62 | \$159,041.00 | \$7,886.62 |
| 1/7/2008 | 67 | 10/1/2007 – 10/31/2007 | \$48,179.00 | \$2,867.37 | \$48,179.00 | \$2,867.37 |
| 1/11/2008 | 68 | 11/1/2007 – 11/30/2007 | \$36,004.50 | \$2,273.21 | \$36,004.50 | \$2,273.21 |
| 2/1/2008 | 69 | 12/1/2007 – 12/31/2007 | \$27,285.00 | \$2,177.19 | \$27,285.00 | \$2,177.19 |
| 2/22/2008 | 27Q | 27 th Quarterly 2007 | \$111,468.50 | \$7,317.77 | \$111,468.50 | \$7,317.77 |
| 3/19/2008 | 70 | 1/1/2008 – 1/31/2008 | \$39,843.00 | \$2,370.71 | \$34,105.40 | \$2,370.71 |
| 5/12/2008 | 71 | 2/1/2008 – 2/29/2008 | \$27,323.50 | \$2,243.98 | \$18,520.00 | \$2,243.98 |
| 5/29/2008 | 72 | 3/1/2008 – 3/31/2008 | \$21,341.50 | \$2,718.61 | \$17,393.50 | \$2,718.61 |
| 5/29/2008 | 28Q | 28 th Quarterly 2008 | \$88,508.00 | \$7,333.30 | \$70,019.40 | \$7,333.30 |
| 10/28/2008 | 73 | 4/1/2008 – 4/30/2008 | \$33,293.50 | \$2,751.14 | \$33,293.50 | \$2,751.14 |
| 10/28/2008 | 74 | 5/1/2008 – 5/31/2008 | \$24,593.50 | \$2,093.58 | \$21,624.50 | \$2,093.58 |
| 10/28/2008 | 75 | 6/1/2008 – 6/30/2008 | \$35,613.50 | \$2,310.78 | \$35,613.50 | \$2,310.78 |
| 10/28/2008 | 29Q | 29 th Quarterly 2008 | \$93,500.50 | \$7,155.50 | \$90,531.50 | \$7,155.50 |
| 11/12/2008 | 76 | 7/1/2008 – 7/31/2008 | \$32,283.50 | \$4,543.30 | \$23,283.50 | \$4,303.28 |
| 1/16/2009 | 77 | 8/1/2008 – 8/31/2008 | \$53,516.00 | \$5,789.77 | \$53,516.00 | \$5,549.75 |
| 2/20/2009 | 78 | 9/1/2008 – 9/30/2008 | \$74,290.50 | \$4,590.21 | \$74,209.50 | \$4,350.19 |
| 2/20/2009 | 30Q | 30 th Quarterly 2008 | \$160,090.00 | \$14,923.28 | \$160,090.00 | \$14,203.22 |
| 5/4/2009 | 79 | 10/1/2008 – 10/31/2008 | \$64,656.50 | \$4,136.81 | \$60,406.62 | \$4,136.81 |
| 5/7/2009 | 80 | 11/1/2008 – 11/30/2008 | \$30,925.50 | \$2,121.21 | \$30,925.50 | \$2,121.21 |
| 5/22/2009 | 81 | 12/1/2008 – 12/31/2008 | \$29,946.50 | \$2,499.56 | \$29,946.50 | \$2,499.56 |
| 5/22/2009 | 31Q | 31 st Quarterly 2008 | \$125,528.50 | \$8,757.58 | \$121,278.62 | \$8,757.58 |
| 8/11/2009 | 82 | 1/1/2009 – 1/31/2009 | \$20,014.00 | \$2,067.70 | \$20,014.00 | \$2,067.70 |
| 8/18/2009 | 83 | 2/1/2009 – 2/28/2009 | \$32,578.00 | \$2,533.04 | \$32,578.00 | \$2,533.04 |
| 8/18/2009 | 84 | 3/1/2009 – 3/31/2009 | \$122,625.50 | \$4,318.32 | \$122,625.50 | \$4,318.32 |
| 8/18/2009 | 32Q | 32 nd Quarterly 2009 | \$175,217.50 | \$8,919.06 | \$175,217.50 | \$8,919.06 |
| 11/11/2009 | 85 | 4/1/2009 – 4/30/2009 | \$156,353.50 | \$80,862.01 | \$156,353.50 | \$80,862.01 |
| 11/11/2009 | 86 | 5/1/2009 – 5/31/2009 | \$292,613.50 | \$3,869.91 | \$292,613.50 | \$3,869.91 |
| 11/11/2009 | 87 | 6/1/2009 – 6/30/2009 | \$64,022.00 | \$2,172.69 | \$64,022.00 | \$2,172.69 |
| 11/11/2009 | 33Q | 33 rd Quarterly 2009 | \$512,989.00 | \$86,904.61 | \$512,989.00 | \$86,904.61 |
| 2/12/2010 | 88 | 7/1/2009 – 7/31/2009 | \$35,788.50 | \$2,306.85 | \$35,788.50 | \$2,206.85 |
| 2/12/2010 | 89 | 8/1/2009 – 8/31/2009 | \$28,279.50 | \$2,144.97 | \$27,917.68 | \$2,144.97 |
| 2/12/2010 | 90 | 9/1/2009 – 9/30/2009 | \$34,658.50 | \$2,443.21 | \$34,658.50 | \$2,371.14 |
| 2/12/2010 | 34Q | 34 th Quarterly 2009 | \$99,326.50 | \$6,915.03 | \$98,364.82 | \$6,722.96 |
| 5/3/2010 | 91 | 10/1/2009 – 10/31/2009 | \$28,138.00 | \$2,842.55 | \$28,138.00 | \$2,842.55 |
| 5/3/2010 | 92 | 11/1/2009 – 11/30/2009 | \$29,158.00 | \$20,122.68 | \$29,158.00 | \$20,122.68 |
| 5/3/2010 | 93 | 12/1/2009 – 12/31/2009 | \$12,573.50 | \$2,308.90 | \$12,573.50 | \$2,308.90 |
| 5/3/2010 | 35Q | 35 th Quarterly 2009 | \$69,869.50 | \$25,274.13 | \$69,869.50 | \$25,274.13 |

* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|-------------------|----------------|---------------------------------|-----------------------|---------------------------|----------------------|--------------------------|
| 8/9/2010 | 94 | 1/1/2010 – 1/31/2010 | \$14,171.00 | \$3,417.80 | \$14,171.00 | \$3,417.80 |
| 8/9/2010 | 95 | 2/1/2010 – 2/28/2010 | \$24,681.50 | \$2,237.64 | \$24,681.50 | \$2,237.64 |
| 8/9/2010 | 96 | 3/1/2010 – 3/31/2010 | **\$10,468.50 | **\$2,313.01 | **\$10,468.50 | **\$2,313.01 |
| 8/9/2010 | 36Q | 36 th Quarterly 2010 | **\$49,321.00 | **\$7,968.45 | **\$49,321.00 | **\$7,968.45 |
| 11/8/2010 | 97 | 4/1/2010 – 4/30/2010 | \$15,571.00 | \$2,825.72 | \$15,571.00 | \$2,825.72 |
| 11/8/2010 | 98 | 5/1/2010 – 5/31/2010 | \$48,396.00 | \$2,157.78 | \$48,396.00 | \$2,157.78 |
| 11/8/2010 | 99 | 6/1/2010 – 6/30/2010 | \$23,278.50 | \$2,154.70 | \$23,278.50 | \$2,154.70 |
| 11/8/2010 | 37Q | 37 th Quarterly 2010 | \$87,245.50 | \$7,138.20 | \$87,245.50 | \$7,138.20 |
| 2/22/2011 | 100 | 7/1/2010 – 7/31/2010 | \$15,875.50 | \$2,154.70 | Pending | Pending |
| 2/22/2011 | 101 | 8/1/2010 – 8/31/2010 | \$28,684.00 | \$2,727.70 | Pending | Pending |
| 2/22/2011 | 102 | 9/1/2010 – 9/30/2010 | \$15,215.50 | \$2,223.29 | Pending | Pending |
| 2/22/2011 | 38Q | 38 th Quarterly 2010 | \$59,775.00 | \$7,105.69 | Pending | Pending |
| | | | | | | |
| | | | | | | |

[Continued on next page]

** Reflects BMC's voluntary credit from actual fees and costs for March 2010 related to the fees and costs associated with the corrected mailing of a limited number of Omni 28 Notices to affected parties.

BIOGRAPHICAL INFORMATION

| Name of Professional Person | Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise | Hourly Billing Rate (Including Changes) | Total Hours Billed | Total Compensation |
|------------------------------------|---|--|---------------------------|---------------------------|
| Martha Araki | Senior Bankruptcy Consultant, 1999; twenty-five years experience in bankruptcy and other legal practice areas | \$210.00 | 186.4 | \$39,144.00 |
| Mike Booth | Claims Reconciliation Manager, 2002; four years prior bankruptcy experience | \$165.00 | 1.1 | \$181.50 |
| Mireya Carranza | Case Support Clerk, 2003 | \$45.00 | 2.1 | \$94.50 |
| Anne Carter | Consultant, 2000; 22 years prior experience in bankruptcy and other legal practice areas | \$125.00 | 35.5 | \$4,437.50 |
| Steffanie Cohen | Reconciliation Consultant, 2002; two years prior bankruptcy experience | \$110.00 | 16.8 | \$1,848.00 |
| Jacqueline Conklin | Data Analyst, 2001 | \$95.00 | 3.0 | \$285.00 |
| Brad Daniel | Senior Data Consultant, 2000; former Software Development Project Manager, Swedelson & Gottlieb; seven years prior bankruptcy and legal industry experience | \$200.00 | 0.5 | \$100.00 |
| Dustee Decker | Reconciliation Analyst, 2002; fifteen years prior experience in accounts payable and creditor negotiation | \$75.00 | 2.1 | \$157.50 |
| Reynante Dela Cruz | Case Analyst, 2005 | \$95.00 | 2.5 | \$237.50 |
| Ellen Dors | Reconciliation Consultant, 2003; prior bankruptcy experience with former employer during two bankruptcy cases | \$110.00 | 2.0 | \$220.00 |
| Tinamarie Feil | President, Client Services and co-founder of BMC, 1998; 24 years experience in bankruptcy and other legal practice areas | \$275.00 | 1.5 | \$412.50 |
| Leila Hughes | Reconciliation Analyst, 2002; ten years prior experience in accounts payable and creditor negotiation | \$75.00 | 16.8 | \$1,260.00 |
| Myrtle John | Director, 2001; thirty-five years experience in bankruptcy and other legal practice areas | \$195.00 | 2.0 | \$390.00 |

| Name of Professional Person | Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise | Hourly Billing Rate (Including Changes) | Total Hours Billed | Total Compensation |
|-----------------------------|--|---|--------------------|--------------------|
| Julie Jung | Case Support Clerk, 2009 | \$65.00 | 1.3 | \$84.50 |
| Gunther Kruse | Data Consultant, 2002; eight years prior experience in IT industry as database administrator and network manager | \$150.00 | 27.7 | \$4,155.00 |
| Terri Marshall | Senior Consultant, 2002; four years prior bankruptcy experience | \$185.00 | 0.1 | \$18.50 |
| Kevin Martin | Consultant, 2002; six years prior experience in financial services; two years prior experience in mergers/acquisitions | \$135.00 | 1.6 | \$216.00 |
| Sonja Millsap | Data Analyst, 2008 | \$95.00 | 2.1 | \$199.50 |
| James Myers | Case Support Clerk, 2001 | \$65.00 | 7.2 | \$468.00 |
| Steven Ordaz | Consultant, 2006 | \$110.00 | 0.1 | \$11.00 |
| Airgelou Romero | Case Analyst, 2004; three years prior legal industry experience | \$95.00 | 8.1 | \$769.50 |
| Lauri Shippers | Reconciliation Consultant, 2002; four years prior bankruptcy experience (fka Lauri Bogue) | \$110.00 | 14.3 | \$1,573.00 |
| Lucina Solis | Case Support Associate, 2003 | \$45.00 | 11.6 | \$522.00 |
| Mabel Soto | Case Support Clerk, 2003 | \$45.00 | 6.6 | \$297.00 |
| Brianna Tate | Case Information Clerk, 2003 | \$45.00 | 2.4 | \$108.00 |
| Alfred Villanueva | Data Analyst, 2007 | \$65.00 | 1.2 | \$78.00 |
| Alice Whitfield | Senior Consultant, 2005; former manager of consultants for a claims agent, fourteen years prior bankruptcy experience | \$200.00 | 6.1 | \$1,220.00 |
| Anna Wick | Senior Data Analyst, 2002 | \$110.00 | 11.7 | \$1,287.00 |

| | | |
|----------------------|---------------------------------|---------------------|
| Grand Total: | Actual Fees: \$59,775.00 | Hours: 374.4 |
| Blended Rate: | \$159.66 | |

COMPENSATION BY PROJECT CATEGORY

| Project Category | Total Hours | Total Actual Fees |
|------------------------------|--------------------|--------------------------|
| Asbestos Claims | 14.2 | \$3,024.00 |
| Asbestos PI Claims | 0.0 | \$0.00 |
| Case Administration | 171.8 | \$23,612.00 |
| Data Analysis | 48.2 | \$6,242.00 |
| Distribution | 63.7 | \$13,327.00 |
| Fee Applications – Applicant | 11.5 | \$2,406.00 |
| Non-Asbestos Claims | 63.4 | \$10,948.00 |
| Plan & Disclosure Statement | 1.6 | \$216.00 |
| Travel – Non Working | 0.0 | \$0.00 |
| Actual Total | 374.4 | \$59,775.00 |

EXPENSE SUMMARY

| Expense Category | Service Provider (If Applicable) | Total Expenses |
|-------------------------|---|-----------------------|
| b-Linx User Fee | BMC | \$1,050.00 |
| b-Linx/Data Storage | BMC | \$2,550.00 |
| Document Storage | BMC | \$2,135.85 |
| Pacer | US Courts | \$21.52 |
| Shipping/Courier | Fed Ex | \$63.74 |
| Website Hosting | BMC | \$750.00 |
| Total | | \$6,571.11 |

PRODUCTION EXPENSE SUMMARY

| Date of Mailing | Service Provider (If Applicable) | Total Expenses |
|------------------------|---|-----------------------|
| July 2010 | Not Applicable | \$0.00 |
| August 2010 | BMC (17 mailings) | \$519.73 |
| September 2010 | BMC (1 mailing) | \$14.85 |
| | | |
| | | |
| | | |
| | | |
| | | |
| Actual Total | | \$534.58 |

WHEREFORE, BMC respectfully requests:

(a) that an allowance be made to it in the aggregate of \$66,880.69 comprised of:

- (i) \$59,775.00 in fees for services rendered by BMC to the Debtors for reasonable and necessary professional services during the Thirty-Eighth Quarterly Fee Period, July 1, 2010 through September 30, 2010;
 - (ii) \$7,105.69 for reimbursement of actual and necessary costs and expenses incurred by BMC during the Thirty-Eighth Quarterly Fee Period, July 1, 2010 through September 30, 2010;
- and

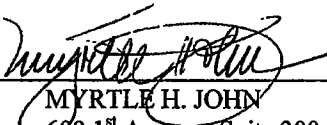
(b) that both the fees and expenses are payable as an administrative expense of the Debtors' estates;

and

(c) for such other and further relief as the Court deems just and proper.

Dated: February 21, 2011

BMC GROUP

By: 
MYRTLE H. JOHN
600 1st Avenue, Suite 300
Seattle, Washington 98104
Telephone: (206) 516-3300
Telecopier: (206) 516-3304

Claims Reconciliation and Solicitation
Consultant to the Debtors and
Debtors in Possession

VERIFICATION

MYRTLE H. JOHN, after being duly sworn, deposes and says:

1. I am employed by Applicant, BMC Group (“BMC”), the Claims Reconciliation and Solicitation Consultant to the debtors and debtors in possession herein (the “Debtors”). I am a Director of BMC, and I have personal knowledge of the matters set forth herein.

2. I have personally reviewed the consulting services rendered by BMC as Claims Reconciliation and Solicitation Consultant to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by other consultants and employees of BMC.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Annexed hereto are the following Exhibits: **Exhibit 1** – Consolidated Fee Invoice for the Thirty-Eighth Quarter comprised of a detail of time expended and Professional Activity Summary; and **Exhibit 2** – Monthly Expense Invoices for the Thirty-Eighth Quarter comprised of (i) an Expense Invoice and Detail for each month and (ii) a Production Invoice and Detail (if applicable). Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the ‘Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members,’

signed April 17, 2002, and submit that the Application herein substantially complies with such Rules and Order.

DATED: February 21, 2011
El Segundo, California


MYRTLE H. JOHN

State of California)
County of Los Angeles)

On February 21, 2011, before me, James H. Myers, a Notary Public, personally appeared Myrtle H. John, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

